

RECORDATION NO. 20166-F FILED

JAN 30 '04

12-46 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 30, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Chattel Mortgage and Security Agreement, dated January 22, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Chattel Mortgage and Security Agreement-AH which was previously filed with the Board under Recordation Number 20166-E.

The name and address of the party to the enclosed document are:

Secured Party: Fifth Third Bank
(successor to Old Kent Bank)
233 South Wacker Drive,
Suite 400
Chicago, IL 60606-6396

[Debtor: Residual Based Finance Corporation
Three First National Plaza
Suite 777
Chicago, IL 60602]

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document
is:

8 locomotives BAR 359 – BAR 366

A short summary of the document to appear in the index follows:

Release of Chattel Mortgage and Security Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RELEASE OF CHATTEL MORTGAGE AND SECURITY AGREEMENT

The undersigned, FIFTH THIRD BANK (successor in interest to Old Kent Bank), Secured Party, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby terminates, releases and discharges its security interest in and to the following:

Eight (8) GE Model 6P38 Locomotives, bearing BAR reporting marks and road numbers as set forth on Schedule 1 attached hereto.

Such security interest was granted pursuant to that certain Chattel Mortgage and Security Agreement-AH, dated as of April 9, 2001, in favor of the Secured Party (Recordation Number 20166-E, Recorded on April 12, 2001 at 2:00 p.m.).

Dated this 22nd day of January, 2004

FIFTH THIRD BANK

By: *Gary Muench*
Title: V.P.

State of Illinois

) ss:

County of Cook

On this 22 day of January, 2004, before me, personally appeared Gary Muench, to me personally known, who being by me duly sworn, says that he/she is an officer of Fifth Third Bank and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Anrita P. Brown
Signature of Notary Public



My commission expires 7-23-2007

Subscribed and sworn to me this 22 day of January, 2004.

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SURFACE TRANSPORTATION BOARD

Schedule 1

Schedule of Railroad Equipment

Description, Original Mark

1. Eight (8) GE Model 6P38 Locomotives bearing the Reporting Marks of Units of Equipment:

BAR 359 – BAR 366 inclusive